

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(Baltimore Division)

ENTERED
MAR 19 2002
CLERK'S OFFICE
U.S. BANKRUPTCY COURT
DISTRICT OF MARYLAND
BALTIMORE

re:

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PORTER-HAYDEN COMPANY,

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Case No. 02-5-4152-SD
(Chapter 11)

Debtor.

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**ORDER AUTHORIZING DEBTOR TO EMPLOY AND COMPENSATE
PROFESSIONALS FOR SPECIFIC SERVICES RENDERED IN THE ORDINARY
COURSE OF BUSINESS NUNC PRO TUNC TO PETITION DATE**

Upon consideration of the Motion for Order Authorizing Debtor to Employ and Compensate Professionals for Specific Services Rendered in the Ordinary Course of Business Nunc Pro Tunc to Petition Date (the "Motion") filed by the above-captioned Debtor and Debtor in possession (collectively the "Debtor"); and after consideration of any objections filed thereto and any hearing held thereon; and there appearing that adequate notice of the Motion was provided and that no further notice is necessary; and for good cause shown; and it appearing that the relief requested in the Motion is in the best interests of the Debtor, the creditors and the estate; it is this 18th day of March, 2002, by the United States Bankruptcy Court for the District of Maryland,

ORDERED, that the Motion be, and hereby is, GRANTED; and it is further

ORDERED, that the Debtor may, in the ordinary course of its business and affairs as Debtor-in-possession, employ professional persons for the performance of tasks related to the Debtor's ordinary operations and course of business (the "Ordinary Course Professionals") as such Ordinary Course Professionals are identified on **Exhibit A** to the Motion. Professionals utilized by the Debtor to handle matters in connection with the chapter 11 cases or related

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ORDERED, that the Debtor will provide to the Office of the United States Trustee, and to any Committee appointed herein, a quarterly report setting forth:

- (a) all Ordinary Course Professionals who received payments during each month in that quarter;
- (b) the aggregate amount of payments to each Ordinary Course Professional to date; and
- (c) the substance of the work performed by each Ordinary Course Professional during the quarter;

and it is further

ORDERED, that the Debtor and each Ordinary Course Professional shall, upon request of the Office of the United States Trustee, provide the Trustee further detail regarding the work performed by the respective Ordinary Course Professional; and it is further

ORDERED, that at any point in time, the Office of the United States Trustee may notify the Debtor in writing that the Trustee does not believe a particular Ordinary Course Professional *should remain eligible to be treated as an Ordinary Course Professional* (a "Former Ordinary Course Professional"). Such notice shall trigger a requirement that the Former Ordinary Course Professional shall file an application to be employed pursuant to § 327; and it is further

ORDERED, that any Committee may file a motion seeking the Court's determination that a particular Ordinary Course Professional should be required to file an application to be employed pursuant to § 327 and be considered a Former Ordinary Course Professional; and it is further

ORDERED, that any Application pursuant to § 327 filed by a Former Ordinary Course Professional shall, for all purposes, be nunc pro tunc to the Petition Date or when the Former Ordinary Course Professional was first employed by the Debtor, whichever is later; and it is further

litigation, other than ordinary course or ministerial matters, will be retained by the Debtor pursuant to individual retention applications, as allowed by the Court; and it is further

ORDERED, that the acceptance of employment by Ordinary Course Professionals shall constitute a representation by the Debtor and the involved professionals that:

(a) the arrangements for compensation reached between the Debtor and such professionals shall be reasonable based upon the nature, extent and value of such services, the time spent on such services, and the cost of comparable services other than in a case under chapter 11 of the Bankruptcy Code, and that any reimbursement of expenses will be for actual and necessary costs, not exceeding out-of-pocket outlays; and


(b) all transactions between the Debtor and such professionals shall be subject to section 329 of the Bankruptcy Code, as well as to all other provisions of the Bankruptcy Code regulating the fairness and reasonable worth of services rendered by professionals seeking and receiving compensation;

and it is further ordered

ORDERED, that the Debtor may pay to the Ordinary Course Professionals on a monthly basis without formal application to the Court 100% of the interim postpetition fees and disbursements included in an appropriate invoice that sets forth in reasonable detail the nature of the services rendered, provided the fees and disbursements to be paid to any such Ordinary Course Professional do not exceed \$25,000.00 (twenty-five thousand dollars) in any calendar month; provided, however, that the Debtor may exceed such amount in any calendar month with the consent of any statutorily appointed Committee in these cases and the United States Trustee; and it is further

ORDERED, that the Debtor is authorized to hire additional Ordinary Course Professionals provided that the Debtor gives notice of the hiring of such additional Ordinary Course Professionals to the Office of the United States Trustee and counsel to any official committee(s) appointed in these cases and file such notice with the Court; and it is further

ORDERED, that this Order does not constitute a finding that a person or entity employed as an Ordinary Course Professional is not a "professional" as that term is defined and used in the Bankruptcy Code.


United States Bankruptcy Judge
E. STEPHEN DERBY
JUDGE

c: ✓ Martin T. Fletcher, Esquire
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Limited Service List

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